



COCHIN MINERALS AND RUTILE LIMITED (100% E.O.U.)

★★★ THREE STAR EXPORT HOUSE

Regd. Office: P.B.No.73, VIII/224, Market Road, Alwaye-683 101, Kerala, India

Office : 0484 - 2626789 (6 Lines)

Factory : 0484 - 2532186, 2532207

Web : www.cmrlindia.com

E-mail : cmrlexim@cmrlindia.com

info@cmrlindia.com

CIN : L24299KL1989PLC005452

02020B/CMRL/2023/ 063

August 2, 2024



INDIA'S MOST TRUSTED COMPANY



B S E Ltd,
Regd. Office, Floor 25
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

STOCK CODE - COCHRDM 513353
DEMAT ISIN - INE 105D01013

Dear Sir/ Madam,

Sub: 35th Annual General Meeting (AGM) - Notice

Please find enclosed the 35th AGM Notice for the meeting to be held on Saturday, 24th day of August, 2024 at 12.00 Noon through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Notice of the AGM along with Annual Report for the financial year 2023-24 is also uploaded on the Company's website at www.cmrlindia.com.

Kindly take the above information on record.

Yours faithfully,
for COCHIN MINERALS AND RUTILE LIMITED,

Suresh Kumar. P
C G M (Finance) & Company Secretary

Encl: As above



CERTIFIED
FERRIC & FERROUS CHLORIDE



46335

From Nature With Nature Towards Nature

AN ISO 9001:2015 AND ISO 45001:2018 COMPANY GSTIN: 32AABCC1950D1ZD A MODEL ECO-FRIENDLY COMPANY

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 35th Annual General Meeting of the shareholders of Cochin Minerals and Rutile Limited will be held on Saturday, 24th August, 2024 at 12.00 Noon through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors’ and Auditors’, thereon.

2. Declaration of Dividend

To consider and if thought fit to pass with or without modification, the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, a dividend of 80% (₹8/- per equity share of ₹10/- paid up) be and is hereby declared out of the surplus in the Profit and Loss Account.”

3. Appointment of Director - To appoint a Director in place of Shri. Mathew M Cherian (DIN: 01265695), who retires by rotation and being eligible, offers himself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following Resolution as Ordinary Resolution:-

“RESOLVED THAT the retiring Director Shri. Mathew M Cherian (DIN: 01265695), be and is hereby re-appointed as Director of the company subject to retirement by rotation.”

4. Appointment of Director - To appoint a Director in place of Smt. Jaya S Kartha (DIN: 00666957), who retires by rotation and being eligible, offers herself for re-appointment and in this connection.

To consider and if thought fit, to pass with or without modification the following Resolution as Ordinary Resolution:-

“RESOLVED THAT the retiring Director Smt. Jaya S Kartha (DIN: 00666957), be and is hereby re-appointed as Director of the company subject to retirement by rotation.”

SPECIAL BUSINESS

5. Appointment of Mr. Anil Ananda Panicker (DIN:05214837) as Whole-Time Director.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196,197,198,203 and Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and the

Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactments thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the appointment of Mr. Anil Ananda Panicker, (DIN 05214837) as a Whole-Time Director, designated as Executive Director of the Company for a period of 3 (Three) years with effect from 1st June, 2024, liable to retire by rotation, on the following terms and conditions.

Remuneration: Subject to the provisions of Sections 197 and 198 of the Act read with Schedule V to the said Act, in financial years where profits are adequate, the Company may pay a remuneration by way of salary, perquisites, dearness allowance, commission and other allowances together not exceeding 5 (five) percent of the net profits of the Company and in financial years where the Company has no profits or the profits are inadequate, the Company may pay remuneration by way of salary not exceeding ₹12.00 lakhs per month, leave encashment ,medical insurance and other perquisites/allowances, as per Rules of the Company, as minimum remuneration as per Schedule V to the Act or any statutory modifications or re-enactments thereof for the time being in force.”

Contribution to Provident Fund @12% of the monthly salary.

For the purpose of calculation of ceiling on remuneration, perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rules the same shall be evaluated at actual cost.

RESOLVED FURTHER THAT Board of Directors be and is hereby severally authorized to do all acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

6. Appointment of Mr. R K Garg (DIN 00644462) as a Non-Executive Non-Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of the section 152, and all other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Companies (Appointment and Qualifications of Directors) Rules, 2014(including any statutory modification(s) or enactment thereof for the time being in force) and applicable Regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. R K Garg (DIN: 00644462), in respect of whom the company has received a notice in writing from the Director himself in terms of section 160(1) of the Act proposing his candidature for the Office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, in spite

of his age being above 75 years, liable to retire by rotation, with effect from 03rd September 2024”.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to do all such acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

7. Appointment of Mr. V Vinod Kamath (DIN:10700232) as a Non-Executive Independent Director.

To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. V. Vinod Kamath (DIN:10700232), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company by the Board of Directors with effect from July 22, 2024 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, in respect of whom the company has received a notice in writing from the Director himself in terms of section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from July 22, 2024, to hold office for a term of three consecutive years i.e. from July 22, 2024 till July 21, 2027.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

8. Appointment of Mr. Yogindunath S (DIN: 02905727) as a Non-Executive Independent Director

To consider and if thought fit to pass with or without modification the following Resolution as Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and 161 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time, read with Schedule IV to the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable

provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Yogindunath S (DIN: 02905727), who was appointed as an Additional Director in the capacity of Non Executive Independent Director of the Company by the Board of Directors with effect from July 22, 2024 in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, in respect of whom the company has received a notice in writing from the Director himself in terms of section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, with effect from July 22, 2024, to hold office for a term of three consecutive years i.e. from July 22, 2024 till July 21, 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things including filings and take all such steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

By Order of the Board
For COCHIN MINERALS AND RUTILE LIMITED

Place : Aluva
Date : 22.07.2024

Saran S Kartha,
Joint Managing Director.
(DIN: 02676326)

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its general circular dated September 25, 2023 read with circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA and SEBI Circulars, the AGM of the Company is being held through VC / OAVM without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO.SEBI/HO/CFD-PoD-2/P/CIR/2023/167 DATED OCTOBER 07, 2023, CIRCULAR NO.SEBI/HO/CFD/PoD-2/P/CIR/2023/4 DATED JANUARY 5, 2023, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR/P/2021/11 DATED JANUARY 15, 2021 AND SEBI/HO/CFD/ CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 35th AGM OF THE COMPANY (THE “NOTICE”).**
3. However, in pursuance of Section 113 of the Act and Rules framed there under, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail through its registered e-mail address to mohansassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th August, 2024 to 24th August, 2024 (both days inclusive) as per Clause 42 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
5. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration, to those Members whose names appear on the Register of Members in respect of shares held in physical form (For KYC Compliant) as well as in respect of shares held in electronic form as per the details received from the depositories for this purpose as at the close of the business hours on Friday, 16th August 2024.

6. Pursuant to the Income Tax Act, 1961, as amended, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialized form) and the Company (if shares are held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to cmrlexim@cmrlindia.com, latest by 16th August 2024. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN or Specified Person as defined under section 206AB of the Income-tax Act ("the Act"), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Act, as applicable. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to cmrlexim@cmrlindia.com, latest by 16th August 2024.
7. Members are requested to address all correspondence including change of address and dividend matters to the Registrars and Share Transfer Agents of the Company, M/s Link Intime India Private Ltd., "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore -641028.
8. Members who wish to claim dividends, which remain unclaimed, are requested to correspond with Company Secretary/Share Transfer Agents of the Company. Members are requested to note that in terms of Section 124 (5) of the Companies Act, 2013 dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per the Companies Act, will be transferred to the Investor Education and Protection Fund of the Central Government and no claim shall lie against the fund. The particulars of unclaimed/ unpaid dividend declared for the financial year 2019-2020, 2021-2022 and 2022-23 are given below:

Financial Year ended 31 st March	Date of Declaration	Last date for claiming
2020	04.02.2020	03.02.2027
2022	01.09.2022	31.08.2029
2023	15.09.2023	14.09.2030

In view of this, the members are requested to claim their dividends from the Company, within the stipulated timeline. The members, whose unclaimed dividends and / or shares have been transferred to IEPF, may claim the same by filing form IEPF-5 along with the required documents.

9. Additional information in respect of Directors seeking appointment / reappointment as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange and as per SS-2 are provided as Annexure to this notice.

10. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail address with the company in respect of shares held in physical form and with concerned Depository Participant (DP) in respect of shares held in electronic form to enable the Company to serve documents in electronic form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime India Pvt. Ltd, in case the shares are held in physical form. The said forms can be downloaded from the Company's website under <https://www.cmrlindia.com/FormISR.htm>
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd for assistance in this regard.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the company.
14. Members holding shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
15. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before **17th August 2024** through email on cmrlexim@cmrlindia.com, which shall be replied to by the Company suitably.
18. The Board of Directors has appointed Mrs. Malathy Narayanankutty, (Membership No. FCS: 12792, C.P. No. 23062), Partner, M/s. MOHANS & Associates, Company Secretaries, as Scrutinizer to scrutinize e-voting process including remote e-voting in a fair

and transparent manner and to ascertain requisite majority.

19. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting unblock the votes cast through remote e-voting/e-voting during the AGM and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or by a Person authorized by him who shall countersign the same.
20. The Scrutinizer shall submit her Report to the Chairman and the result declared will be placed on the company's website: www.cmrlindia.com and a copy will be forwarded to the BSE Ltd., where the shares of the Company are listed.

INSTRUCTIONS FOR ELECTRONIC VOTING ('e-voting')

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circular dated September 25, 2023 read with circulars dated December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 13, 2020 and April 8, 2020, and the relevant SEBI circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail id is registered with the Company/Depository Participants. Members may note that the notice of the Annual General Meeting and the Annual Report 2023-24 will also be available on the website of the company at www.cmrlindia.com and can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

Steps for E-Voting:

- (i) The remote e- voting period begins at **9:00 A.M** on Wednesday, **21st** August, 2024 and ends at **5:00 P.M** on Friday, **23rd** August, 2024. During this period shareholders' of the

Company, holding shares either in physical form or in dematerialized form, as on Saturday, 17th August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company. OR
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical share- holders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant COCHIN MINERALS AND RUTILE LTD on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cmrlexim@cmrlindia.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of share holder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to coimbatore@linkintime.co.in
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cmrlexim@cmrlindia.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior** to meeting mentioning their name, demat account number/folio number, email id, mobile number at (cmrlexim@cmrlindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can send an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 2109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 2109911.

Statement of material facts in terms of Section 102(1) of the Companies Act, 2013**Item No.5**

Pursuant to the recommendation of Nomination and Remuneration committee (NRC), Board of Directors at its meeting held on 29th May 2024, has appointed Mr. Anil Ananda Panicker as Executive Director with effect from 01st June, 2024 on such remuneration and terms set out in the resolution under item No.5. Further, based on the recommendation of NRC, the Board decided to recommend to the members for the appointment of Mr. Anil Ananda Panicker as Whole-Time Director. In this regard, Company has received a notice under section 160 of the Companies Act, 2013 from Mr. Anil Ananda Panicker intending to nominate his candidature to the office of Whole-Time Director.

As per Schedule V to the Companies Act, 2013, the remuneration payable to managerial personnel requires approval of shareholders in general meeting. The Board of Directors of your company is of the opinion that his appointment as an Executive Director will be beneficial to the company and recommends the Resolution for the approval of the members as a Special Resolution. The members are requested to approve the Special Resolution.

The information, as required under the regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), of Mr Anil Ananda Panicker is provided in **Annexure I** to the notice.

None of the Directors, except Mr. Anil Ananda Panicker, the appointee, Dr. S N Sasidharan Kartha, Smt.Jaya S Kartha, and Mr. Saran S Kartha, being relatives of the appointee, Key Managerial Personnel of the company and their relatives is any way concerned or interested, financially or otherwise, in passing of this item.

Item No.6

Mr. R K Garg, was appointed as an Independent Director on the Board of the company for a term of five years by the shareholders in their Annual General Meeting held on September 14, 2015. Further on the recommendation of NRC and Board, shareholders had reappointed him as an Independent Director for the second term of 5(five) years with effect from September 03, 2019 till September 02,2024. Mr R K Garg has been the part of Board of Directors since 1990 and is the Chairman of the Company. Mr. Garg has attained the age of above 75 years. Considering his expertise and experience in the chemical industry, it is recommended to continue his association as a Non Executive Non Independent Director of the company in accordance with the provisions of the Companies Act, 2013 and SEBI(Listing Obligations and Disclosure Requirements) Regulations. Based on the recommendation of NRC, Board of Directors has appointed Mr. R K Garg, aged 94 years as Non-Executive Non-Independent Director with effect from 03rd September 2024.

The Company has received a notice in writing u/s 160(1) of the act, from Mr. R K Garg proposing his candidature for the office of Director.

Further, Company has received consent from Mr. R K Garg for his appointment as a Non-Executive Non-Independent Director of the Company who will be liable to retire by rotation.

Mr. R K Garg is also proposed to be appointed as Chairman of the Board of Directors of the Company, post his appointment as Non-Executive Non-Independent Director of the company

As the long term fruitful association with Mr. R K Garg needs to be preserved and cherished, your Board of Directors recommends his appointment as a Non-Executive Non- Independent Director, liable to retire by rotation, to the members for their approval by way of a Special Resolution as set out in item No. 6 of the accompanying Notice of the 35th AGM.

Mr. Garg is not disqualified from being appointed as a Director in terms of section 164 of the Act, nor debarred from holding office of the director by any such authority.

The information as required under the regulation 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) of Mr R K Garg is provided in **Annexure II** to the notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. R K Garg himself is any way concerned or interested, financially or otherwise, in passing of this item.

Item No.7

Based on the recommendation of the NRC, Board of Directors at its meeting held on July 22, 2024 appointed Mr. V Vinod Kamath, Practising Chartered Accountant, as an Additional Director in the capacity of Non-Executive Independent Director of the Company, who shall hold office till the date of ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and the Rules made thereunder.

Pursuant to Section 160 of the Act, the Company has received a notice from Mr. V Vinod Kamath who proposed his candidature for appointment as a Non-Executive Independent Director. The company has received a declaration from Mr. V Vinod Kamath confirming that he meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of the Listing Regulations, Mr. V Vinod Kamath has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr.V Vinod Kamath has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other such authority pursuant to circular dated 20th June 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies. Further, the company has also received his consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. V Vinod Kamath is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS- 2) on General Meetings, of Mr. V Vinod Kamath is provided in **Annexure "III"** to the Notice.

Accordingly, it is proposed to appoint Mr. V Vinod Kamath as a Non-Executive Independent Director of the company, who shall not be liable to retire by rotation

In the opinion of the Board, Mr. V Vinod Kamath fulfils the conditions specified in the Companies Act, 2013 and Rules, made there under and SEBI (LODR), 2015, for his appointment as a Non-Executive Independent Director of the Company and he is independent of the management. Based on the recommendation of the Nomination and Remuneration Committee, given his vast knowledge, background and expertise in the accounting field, the Board of Directors is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Independent Director for a period of three years with effect from 22nd July 2024 to 21st July 2027.

In compliance with the provisions of section 149 read with schedule IV of the Act, Regulation 17 and Regulation 25(2)A of the listing Regulations and other applicable provisions of the Act and listing regulations, the appointment of Mr. V Vinod Kamath as a Non-Executive Independent Director is now placed for the approval of the members by a Special Resolution as set out at item 7 of the accompanying notice.

None of the Director(s)/Key Managerial Personnel of the Company or their relatives except Mr. V Vinod Kamath are concerned or interested financially or otherwise in the resolution.

Item No.8

Based on the recommendation of the NRC, Board of Directors at its meeting held on July 22, 2024 appointed Mr. Yogindunath S (DIN: 02905727) Practising Company Secretary, as an Additional Director in the capacity of Non-Executive Independent Director of the Company, who shall hold office till the date of ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and the Rules made thereunder.

Pursuant to Section 160 of the Act, the Company has received a notice from Mr. Yogindunath S who proposed his candidature for appointment as a Non-Executive Independent Director. The company has received a declaration from Mr. Yogindunath S confirming that he meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of the Listing Regulations, Mr. Yogindunath S has confirmed that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. Yogindunath S has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any other such authority pursuant to circular dated 20th June 2018 issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of directors by the listed companies. Further, the company has also received his consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Yogindunath S is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings (SS- 2) on General Meetings, of Mr. Yogindunath S is provided in **Annexure "IV"** to the Notice.

Accordingly, it is proposed to appoint Mr. Yogindunath S as a Non-Executive Independent Director of the company, who shall not be liable to retire by rotation

In the opinion of the Board, Mr. Yogindunath S fulfils the conditions specified in the Companies Act, 2013 and Rules, made there under and SEBI (LODR), 2015, for his appointment as a Non-Executive Independent Director of the Company and he is independent of the management. Based on the recommendation of the Nomination and Remuneration Committee, given his vast knowledge, background and expertise in the corporate law, the Board of Directors is of the view that it would be in the interest of the Company to appoint him as a Non-Executive Independent Director for a period of three years with effect from 22nd July 2024.

In compliance with the provisions of section 149 read with schedule IV of the Act, Regulation 17 and Regulation 25(2)A of the listing Regulations and other applicable provisions of the Act and listing regulations, the appointment of Mr. Yogindunath S as a Non-Executive Independent Director is now placed for the approval of the members by a Special Resolution as set out at item 8 of the accompanying notice.

None of the Director(s)/Key Managerial Personnel of the Company or their relatives except Mr. Yogindunath S, are concerned or interested financially or otherwise in the Resolution.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Shri. Mathew M Cherian (DIN: 01265695)

1.	Name	Shri. Mathew M. Cherian
2.	Date of Birth / Age	07.09.1951 / 73years
3.	Educational Qualification	Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Mumbai.
4.	Expertise in functional area	Shri. Mathew M Cherian, is one of the promoters of the Company. A Diploma holder in Hotel Management from the Institute of Hotel Management & Catering, Bombay, Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.
5.	Date of first appointment on Board	18.08.1989
6.	Brief Resume including Experience	Mr. Cherian is engaged in Hotels, Restaurants, export, import and international trade. He is also the Chairman and Managing Director of Naduvile Idom Hospitality Private Limited.

7.	Directorship held in other Companies	M/s Naduvile Idom Hospitality Private Limited. M/s Kerala Rare Earths and Minerals Limited.
8.	No. of shares held in the Company.	2,99,204
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Shri. Nabil Mathew Cherian (Son)
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	Member of Stake holder Relationship Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Smt. Jaya S Kartha (DIN: 00666957)

1.	Name	Smt. Jaya S. Kartha
2.	Date of Birth / Age	09.05.1959 / 65 years.
3.	Educational Qualification	Post Graduate
4.	Expertise in functional area	Smt. Jaya S. Kartha, a Post Graduate is the wife of Dr. S. N. Sasidharan Kartha, Managing Director. She is also the promoter of the Company and has considerable experience in business.
5.	Date of first appointment on Board	20.01.2001
6.	Brief Resume including Experience	Smt. Jaya S Kartha is also the promoter of the Company and is the director of M/s Empower India Capital Investments Pvt. Ltd., M/s Sach Exports Pvt. Ltd. And M/s. Sasja India Private Limited and has considerable experience in business.

7.	Directorship held in other Companies	M/s Empower India Capital Investments Pvt. Ltd. and M/s Sach Exports Pvt. Ltd. M/s. Sasja India Private Limited.
8.	No.of shares held in the Company.	3,86,740
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Dr. S N Sasidharan Kartha(Husband) Shri. Saran S Kartha(Son) Shri. Anil Ananda Panicker (Son In-Law)
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	10
11.	Details of membership in the Committee of the Board of the company.	Member of Stake holder Relationship Committee
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure I to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India

Name: Mr.Anil Ananda Panicker (DIN 05214837)

1.	Name	Mr. Anil Ananda Panicker
2.	Date of Birth / Age	03.04.1980/ 44 years
3.	Educational Qualification	B Tech (Hons) in Mechanical Engineering. MBA (Marketing & Operations) from XLRI, Jamshedpur. Certified Management Accountant(CMA) from IMA, USA
4.	Expertise in functional area	General management, Production planning, Marketing and cost accounting
5.	Date of first appointment on Board	10.08.2016

6.	Brief Resume including Experience	Mr. Anil Ananda Panicker is a B.Tech (Hons) in Mechanical Engineering with Master of Business Administration and CMA degree from USA. With over 21 years of experience in general management, he has substantial Industry exposure in handling speciality chemicals such as Ferric and Ferrous Chloride for Industrial waste water treatment and various desalination projects in the Middle East. He has been in the Senior Executive role in overseas companies both at strategic and operation level, involved in strategic planning, budgeting & business development.
7.	Directorship held in other Companies	Director of Kerala Rare Earths and Minerals Limited and Chairman of Nipuna International Private Limited.
8.	No.of shares held in the Company.	1,43,772
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	Son-in-Law of Dr. S N Sasidharan Kartha and Smt. Jaya S Kartha, Brother-in-law of Shri. Saran S Kartha.
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	4
11.	Details of membership in the Committee of the Board of the company.	NIL
12.	Details of membership in Committee/s of the Board of other companies*	NIL
13.	Terms and conditions of appointment/ re-appointment including remuneration.	As per Resolution of the Annual General Meeting.

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure II to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: R K Garg (DIN 00644462)

1.	Name	Mr. R K Garg
2.	Date of Birth / Age	07.01.1930/94 years
3.	Educational Qualification	M.Sc. Chemical Technology
4.	Expertise in functional area	Mr. Garg has rich and varied experience in chemical and chemical process industry.
5.	Date of first appointment on Board	02.11.1990
6.	Brief Resume including Experience	Shri. R.K.Garg has been guiding the company since 1991, as its Chairman. He was the Chairman of the Technical Review Committee and Vice Chairman of Expert Appraisal Committee (Industry), Ministry of Environment & Forest, Government of India. He has the distinction of heading Indian Rare Earths Ltd. As its CMD during 1986-90 and Director Chemical Engineering Group, Bhabha Atomic Research Centre, Bombay during 1980-86.He was Chairman of Armament Research Board and Chairman of Recruitment Ministry of Defence, Government of India.
7.	Directorship held in other Companies	Kerala Rare Earths and Minerals Limited Zirconium Chemicals Pvt Ltd.
8.	No.of shares held in the Company.	2500
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	25
11.	Details of membership in the Committee of the Board of the company.	Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Independent Directors Committee
12.	Details of membership in Committee/s of the Board of other companies*	Nil
13.	Terms and conditions of appointment/re- appointment including remuneration	As per Resolution of Annual General Meeting

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure III to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: V Vinod Kamath (DIN: 10700232)

1.	Name	V Vinod Kamath
2.	Date of Birth / Age	20.03.1956 / 68 Years
3.	Educational Qualification	B Com, FCA
4.	Expertise in functional area	Mr. V Vinod Kamath is a practicing Chartered Accountant, Partner of M/s. G Venugopal Kamath & Co., Kochi.
5.	Date of first appointment on board	22.07.2024
6.	Brief Resume including Experience	Mr. V Vinod Kamath was a member of Board of Directors of State Bank of Travancore, Mr. V Vinod Kamath had been a member in different positions in different organizations viz., Dr. Padiyar Memorial Homoeopathic Medical College, Chottanikkara, Sree Sudheendra Medical Mission, Ernakulam, Anugraha Charitable Trust, Ernakulam and Aashray Charitable Society, Ernakulam. Mr. V Vinod Kamath is a member of various committees of the Institute of Chartered Accountants of India, New Delhi, viz. Committee on commerce education and career Counselling, Perspective Planning Group of Southern India Regional Council, Study Group of the "Practitioners Guide to Audit of Small Entities of ICAI.
7.	Directorship held in other Companies	NA
8.	No.of shares held in the Company.	Nil
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA

10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
11.	Details of membership in the Committee of the Board of the company.	NA
12.	Details of membership in Committee/s of the Board of other companies*	NA
13.	Terms and conditions of appointment/ re- appointment including remuneration	NA

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

Annexure IV to notice of AGM

Additional information on Directors seeking appointment/re-appointment in the Annual General Meeting scheduled on 24.08.2024 as required under Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India.

Name: Yogindunath S (DIN: 02905727)

1.	Name	Yogindunath S
2.	Date of Birth / Age	30.05.1974 / 50 years
3.	Educational Qualification	B Com, LLB, FCS
4.	Expertise in functional area	Mr. Yogindunath S, having more than 15 years of experience in practise and has a proven track record in corporate governance, compliance, and legal matters. Mr. Yogindunath offers comprehensive secretarial services including secretarial audits, corporate governance advisory, compliance management and litigation support.
5.	Date of first appointment on board	22.07.2024
6.	Brief Resume including Experience	<p>Yogindunath S. is a distinguished Fellow Member of the Institute of Company Secretaries of India, equipped with a law degree from MG University. His academic journey commenced at the prestigious Government Law College, Ernakulam.</p> <p>A pioneer in the media industry, Yogindunath served as a cornerstone in the establishment of Indiavision Satellite Communications Limited, Kerala's leading news channel. His instrumental role in the channel's inception, growth and operational launch stand as a testament to his hard work and dedication.</p> <p>Subsequently, From March 2006 until January 2010, Yogindunath took on the mantle of Manager for the MCA21 project in Kerala. His adept leadership from the project's inception was instrumental in its successful implementation. His ability to navigate complexities and address stakeholder concerns underscores his exceptional project management skills.</p> <p>A seasoned practitioner, Yogindunath makes regular appearance before the National Company Law Tribunal (NCLT) and National Company Law Appellate Tribunal (NCLAT). His understanding of corporate law and secretarial practices is evident in his contributions to the field, as showcased through his presentations on e-filing at esteemed platforms organized by ICAI and articles published in the Chartered Secretary journal of ICSI.</p> <p>Currently, he is the Co-Founder and Director of M/s. Directus Consultants Private Limited and a Partner of M/s. BVR & Associates Company Secretaries LLP.</p>

7.	Directorship held in other Companies	M/s. Directus Consultants Private Limited M/s. BVR & Associates Company Secretaries LLP (Designated Partner)
8.	No.of shares held in the Company.	Nil
9.	Relationship with other Directors, Manager and other Key Managerial personnel of the Company	NA
10.	No. of Board meetings attended during his current tenure in office as director and till the date of this Notice	NA
11.	Details of membership in the Committee of the Board of the company.	NA
12.	Details of membership in Committee/s of the Board of other companies*	NA
13.	Terms and conditions of appointment/ re- appointment including remuneration	NA

*Membership in committee denotes mandatory committees as per Companies Act, 2013.

By Order of the Board,
For COCHIN MINERALS AND RUTILE LIMITED,

Place: Aluva
Date: 22.07.2024

Saran S Kartha,
Joint Managing Director.
(DIN: 02676326)